

§ 59-210. Limited liability limited partnerships.

(a) To become a limited liability limited partnership, a limited partnership shall file with the Secretary of State an application stating:

- (1) The name of the limited liability limited partnership, which must satisfy the requirements of Article 3 of Chapter 55D of the General Statutes.
- (2) The street address, and mailing address if different from the street address, of its principal office, and the county in which the principal office is located.
- (3) The fiscal year end of the limited liability limited partnership.

(b) The terms and conditions on which a limited partnership becomes a limited liability limited partnership shall be approved in the manner provided in the partnership agreement; provided, however, if the partnership agreement does not contain any such provision, the terms and conditions must be approved (i) in the case of a limited partnership having a partnership agreement that expressly considers obligations to contribute to the partnership, in the manner necessary to amend those provisions, or (ii) in any other case, in the manner necessary to amend the partnership agreement.

(c) A limited partnership becomes a limited liability limited partnership when its application for registration becomes effective.

(d) The status of a limited liability limited partnership and the liability of its partners is not affected by errors or later changes in the information required to be contained in the application for registration.

(e) A limited liability limited partnership shall promptly amend its registration to reflect any change in the information contained in its application for registration, other than changes that are properly included in other documents filed with the Secretary of State. A registration is amended by filing a certificate of amendment with the Secretary of State. The certificate of amendment shall set forth:

- (1) The name of the limited liability limited partnership as reflected on the application for registration;
- (2) The date of filing of the application for registration; and
- (3) The amendment to the application for registration.

(f) A limited liability limited partnership may cancel its registration by filing a certificate of cancellation with the Secretary of State. The certificate of cancellation shall set forth:

- (1) The name of the limited liability limited partnership as reflected on the application for registration;
- (2) The date of filing of the application for registration; and
- (3) The effective date and time of cancellation if it is not to be effective at the time of filing the certificate.

(g) A limited liability limited partnership shall be subject to the provisions of G.S. 59-84.4 as if it were a registered limited liability partnership. (2001-387, ss. 127, 158; 2001-413, s. 8.)